



FILE COPY

**CERTIFICATE OF INCORPORATION
OF A
PRIVATE LIMITED COMPANY**

Company No. 6621049

The Registrar of Companies for England and Wales hereby certifies that

**CATHODIC PROTECTION NETWORK
INTERNATIONAL LIMITED**

is this day incorporated under the Companies Act 1985 as a private company and that the company is limited.

Given at Companies House on **16th June 2008**



N06621049F



Companies House
— for the record —



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES

The Companies Act 1985

INC 93525/BF

Company Limited by Shares

Memorandum of Association

- 1 The name of the company is "CATHODIC PROTECTION NETWORK INTERNATIONAL LIMITED"
- 2 The Registered Office is to be situated in England and Wales
- 3 The object of the Company is to carry on business as a general commercial company,

with particular focus on the advancement of technology relating to the prevention of corrosion to steel pipelines, and

carry on any other trade or business whatsoever which can, in the opinion of the board be advantageously carried on by the company in connection with, or ancillary to, the above business or the general business of the company
- 4 The liability of the members is limited
- 5 The company's share capital is £100 divided into 100 ordinary shares of £1 each

We, the subscribers to this memorandum of association, wish to be formed into a company pursuant to this memorandum, and we agree to take the number of shares shown opposite our respective names

Names and addresses of initial subscribers	No. of shares
Roger ?? Alexander, 21A Commercial Road, Swanage, Dorset BH19 1DF	2 (two)
Neville Daniel Alan Walker, 21A Commercial Road, Swanage, Dorset BH19 1DF	1 (one)

(Signed and witnessed overleaf)

100274/20

THURSDAY



ATT1B0IQ
A50 12/06/2008 111

COMPANIES HOUSE

A29 03/06/2008 256

COMPANIES HOUSE

SUBSCRIBERS TO THE MEMORANDUM OF ASSOCIATION

ROGER ALEXANDER

R Alexander

Witness

Name

Address

Elisabeth Farrer

Elisabeth Farrer

Amber Cottage - Taunton Road

Swanage Dorset BH19 2BU

DATE *30 May 08*

NEVILLE WALKER

N Walker

Witness

Name

Address

Tim Mount

85 LEIGH ROAD, WIMBORNE

DORSET BH21 2AA

DATE *30 May 2008*

Dated 16 May 2008

CATHODIC PROTECTION NETWORK INTERNATIONAL LIMITED

ARTICLES OF ASSOCIATION

Chairman of the Board at incorporation is Roger Alexander
Hereinafter referred to as RA

PRELIMINARY

- 1 1 The Regulations contained or incorporated in Table A of the Schedule to the Companies (table A to F) Regulations 1985 as amended by the Companies (Tables A to F) Amendment Regulations 1985 (hereinafter called "Table A") shall apply to the Company, save in so far as they are varied or excluded by, or are inconsistent with, the following Articles
- 1 2 In Regulation 1 of Table A, the words "and in the Articles of Association adopting the same" shall be inserted after the word "Regulations" on the first, line of the last paragraph of that Regulation The sentence "Any reference to the statutory provision shall be deemed to include a reference to each and every statutory modification, re-enactment and extension of it for the time being in force " shall be inserted at the end of that regulation

NOTICE OF GENERAL MEETINGS

- 2 In its application to the Company, the final sentence of Regulation 38 of Table A in relation to notice shall be modified by the insertion of the words "known to be" after the words "to all persons"

PROCEEDINGS AT GENERAL MEETINGS

- 3 1 If a quorum is not present within 30 minutes after the time appointed for any general meeting, then the meeting shall be adjourned to the date 7 days after the date for which the original meeting was convened, at the same time and place or to such other time and place as the directors may determine Notice of the adjourned meeting shall be given in the same manner and to the same persons as the notice of the original meeting Regulation 41 of Table A shall not apply to the Company
- 3 2 If at any such adjourned meeting as is referred to in Article 3 1 a quorum is not present within 15 minutes from the time appointed for the adjourned meeting then the adjourned meeting shall be dissolved

SHARES

- 4 1 RA, and directors empowered by RA, may in absolute discretion, and without giving any reason, decline to register the transfer of any share in the capital of the Company, whether or not it is fully paid The first sentence of Regulation 24 of Table A shall not apply to the Company
- 4 2 RA, and directors empowered by RA, is/ are hereby empowered to allot shares
- 4 3 Statutory pre-emption rights of existing members to a *pro-rata* allotment of newly issued shares are hereby lifted

PROXY VOTES OF MEMBERS

- 5 The instrument appointing a proxy and any authority under which it is executed or a copy of such authority certified notarially or in some other way approved by the directors may -
- (a) be deposited at the office, or at such other place as is specified in the notice convening the meeting or in any instrument of proxy sent out by the Company in relation to the meeting, not less than 24 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or
 - (b) be delivered to the Chairman or to the Secretary or to any director at this meeting or adjourned meeting at which the person named in the instrument proposes to vote, or
 - (c) in the case of a poll, be delivered to the Chairman or to the Secretary or to any director or scrutineer at the meeting at which the poll was demanded or at the time and place at which the poll is held,

and an instrument of proxy, which is not deposited or delivered in a manner so permitted, shall be invalid Regulation 62 of Table A shall not apply to the Company

ROTATION, APPOINTMENT AND RETIREMENT OF DIRECTORS

- 6 1 Regulations 73 to 77 inclusive and Regulation 80 of Table A shall not apply to the Company
- 6 2 In its application to the Company, Regulation 78 of Table A shall be modified by the deletion of the words "subject as aforesaid" and the words " and may also determine the rotation in which any additional directors are to retire"
- 6 3 The second and third sentences of Regulation 79 of Table A shall not apply to the Company

6 4 The final sentence of Regulation 84 of Table A shall not apply to the Company

6 5 In its application to the Company, regulation 67 of Table A shall be modified by the deletion of the words "by rotation or otherwise" and the words "deemed to have been appointed"

REMUNERATION OF DIRECTORS

7 Directors' fees may be paid to such directors and in such amounts as the directors may from time to time determine, provided that the amount of such fees shall not exceed in aggregate £10,00 per annum without the prior sanction of an ordinary resolution of the Company Regulation 82 of Table A shall not apply to the Company

PROCEEDINGS OF DIRECTORS

8 1 The third sentence of Regulation 88 shall not apply to the Company Directors vacating directorships will not automatically lose executive posts

8 2 When a person attends a meeting of the directors, each director for whom he is the alternate shall be counted in the quorum notwithstanding the director's absence and, if the person is himself a director, he shall also be counted in the quorum in that capacity If on that basis there is a quorum, the meeting may be held notwithstanding the fact (if it is the case) that only one director is physically present Regulation 89 of Table A shall be modified accordingly

8 3 A director may vote at a meeting of directors, and be taken into account in calculating the quorum present at that meeting, in relation to any matter in which he has, directly or indirectly, any kind of interest or duty whatsoever which conflicts or may conflict with the interests of the Company, provided that he has disclosed the nature of such duty or interest to the other directors The provisions of Regulation 86 of Table A shall be taken to apply equally to any disclosure to be made under the provisions of this Article Regulations 94 to 98 (inclusive) of Table A shall not apply to the Company

DISQUALIFICATION OF DIRECTORS AFTER ABSENCE FROM MEETINGS WITHOUT PERMISSION

9 Paragraph (e) of Regulation 81 of Table A shall be modified to a period of 12 months

INDEMNITY

- 10 1 In so far as the provisions of this Article are not avoided by section 310 of the Act -
- 10 2 Every director or other officer of the Company shall be entitled to be indemnified out of the assets of the Company against losses or liabilities which he may sustain or in or about the execution of the duties of his office or otherwise in relation to his office, including any liability incurred by him in defending any proceedings (whether civil or criminal) in which judgment is given in his favour or he is acquitted or in connection with any application under section 144 (3) or (4) (acquisition of shares by innocent nominee) or section 727 (general power to grant relief in case of honest and reasonable conduct) of the Act in which relief is granted to him by the Court, and no director or other officer shall be liable for any loss, damage or misfortune which may happen to or be incurred by the Company in the execution of the duties of his office or otherwise in relation to his office
- 10 3 The directors may purchase and maintain insurance for any director or other officer against any liability which by virtue of any rule of law would otherwise attach to him in respect of any negligence, default, breach of duty or breach of trust of which he may be guilty in relation to the Company
- 10 4 Regulation 118 of Table A shall not apply to the Company

TELEPHONE BOARD MEETINGS

- 11 Any director who participates in the proceedings of a meeting of the directors by means of a communication device (which expression includes a telephone) which allows all the other directors participating in such proceedings (whether in person or by alternate or by means of a communication device) to hear at all times such director and such director to hear at all times all other directors participating (whether in person or by alternate or by means of a communication device) shall be deemed to be present at such meeting and shall be counted when reckoning a quorum. If on that basis there is a quorum the meeting may be held notwithstanding the fact (if it is the case) that no two directors or their alternates are physically present in the same place

REMOVAL FROM OFFICE

- 12 RA, and directors empowered by RA, has/ have the following rights in the event of a poll being duly demanded at any general meeting
- (a) if the poll is so demanded on a resolution to remove said director(s) from office, to (3) votes for each share held by said director(s), and

(b) if the poll is so demanded on a resolution to delete or amend the provisions of this article, to (3) votes for each share held by said director(s)

EXTENT OF LIEN

- 13 The Company shall have a first and paramount lien on every share (whether or not fully paid) for all and any indebtedness of any holder thereof or his estate (whether sole holder or one of two or more joint holders) to the Company, whether or not such indebtedness is presently payable Regulation 8 of Table A shall not apply to the Company

COMPANY SEAL

- 14 1 Regulation 101 of Table A shall be modified by the addition of the following sentence

"Any instrument signed by a director and the secretary, or by two directors, and expressed to be executed by the Company, shall have effect as if executed under seal "

- 14 2 Regulation 6 of Table A shall be modified by the deletion of the words "shall be signed with the seal" and the substitution for them of the words "shall be signed by two directors, or one director and the secretary"

SIGNED AND WITNESSED OVERLEAF

SUBSCRIBERS TO THE MEMORANDUM OF ASSOCIATION

ROGER ALEXANDER

R Alexander

Witness

Name

Address

Elisabeth Forrer

Elisabeth Forrer

Ambur Cottage - Tawnton Road

Swanage - Dorset BH19 2BU

DATE *30 May 08*

NEVILLE WALKER

N Walker

Witness

Name

Address

Tim Mount

TIM MOUNT

85 LETCH ROAD, WIMBORNE

DORSET BH21 2AA

DATE *30 May 2008*



Companies House
— for the record —

12

Declaration on application for registration

Please complete in typescript,
or in bold black capitals.

CHFP000

Company Name in full

CATHODIC PROTECTION NETWORK INTERNATIONAL
LIMITED

I,

NEVILLE DANIEL WALKER

of

21A COMMERCIAL RD, SWANAGE, BH19 1DF

† Please delete as appropriate

do solemnly and sincerely declare that I am a ~~† Solicitor engaged in the formation of the company~~ person named as director or secretary of the company in the statement delivered to the Registrar under section 10 of the Companies Act 1985] and that all the requirements of the Companies Act 1985 in respect of the registration of the above company and of matters precedent and incidental to it have been complied with

And I make this solemn Declaration conscientiously believing the same to be true and by virtue of the Statutory Declarations Act 1835

Declarant's signature

Declared at

SWANAGE 11 JUNE 2008

Day Month Year

On

1 1 0 6 2 0 0 8

† Please print name

before me †

DAVID ANDREW HALLIDAY CARMICHAEL

CHARTERED & EUROPEAN PATENT ATTORNEY

Signed

Date

11 JUNE 2008

† A Commissioner for Oaths or Notary Public or Justice of the Peace or Solicitor

You do not have to give any contact information in the box opposite but if you do, it will help Companies House to contact you if there is a query on the form. The contact information that you give will be visible to searchers of the public record

NEVILLE WALKER

Tel 0870 112 1802

DX number

DX exchange

Companies House receipt date barcode

This form has been provided free of charge
by Companies House.

When you have completed and signed the form please send it to the Registrar of Companies at

Companies House, Crown Way, Cardiff, CF14 3UZ

for companies registered in England and Wales

Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB

for companies registered in Scotland

DX 33050 Cardiff

DX 235 Edinburgh
or LP - 4 Edinburgh 2



Companies House
for the record

10

**Please complete in typescript,
or in bold black capitals.**

CHWP000

Notes on completion appear on final page

First directors and secretary and intended situation of registered office

Company Name in full

Catholic Protection Network International Limited

Proposed Registered Office

(PO Box numbers only, are not acceptable)

21a Commercial Road

Post town

Swanage

County / Region

Dorset

Postcode

BH19 1DF

If the memorandum is delivered by an agent
for the subscriber(s) of the memorandum
mark the box opposite and give the agent's
name and address

Agent's Name

Address

Post town

County / Region

Postcode

Number of continuation sheets attached

You do not have to give any contact
information in the box opposite but if
you do, it will help Companies House
to contact you if there is a query on
the form. The contact information
that you give will be visible to
searchers of the public record

Companies House receipt date barcode
**This form has been provided free of charge
by Companies House**

Tel

DX number

DX exchange

When you have completed and signed the form please send it to the
Registrar of Companies at

Companies House, Crown Way, Cardiff, CF14 3UZ
for companies registered in England and Wales

DX 33050 Cardiff

or

Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB
for companies registered in Scotland

DX 235 Edinburgh
or LP - 4 Edinburgh 2

Company Secretary (see notes 1-5)

* Voluntary details

†† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address

Company name	CATHODIC PROTECTION NETWORK INTERNATIONAL LIMITED		
NAME	*Style / Title	MR	*Honours etc
Forename(s)	NEVILLE DANIEL ALAN		
Surname	WALKER		
Previous forename(s)	—		
Previous surname(s)	—		
Address ††	212 COMMERCIAL ROAD		
Post town	SWANAGE		
County / Region	DORSET	Postcode	BH19 1DF
Country			

I consent to act as secretary of the company named on page 1

Consent signature

Date

22 May 2008

Directors (see notes 1-5)

Please list directors in alphabetical order

†† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address

NAME	*Style / Title	Mr	*Honours etc
Forename(s)	Roger		
Surname	Alexander		
Previous forename(s)			
Previous surname(s)			
Address ††	74 Dalcross		
Post town	Bracknell		
County / Region	Berkshire	Postcode	RG12 0UL
Country	England, United Kingdom		

Date of birth

Day Month Year

1 2 0 7 1 9 3 8

Nationality

British (English)

Business occupation

Technical Director (Corrosion Control Technologist)

Other directorships

I consent to act as director of the company named on page 1

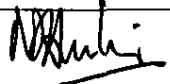
Consent signature


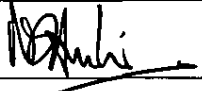
Date

22-05-08

Directors (see notes 1-5)

Please list directors in alphabetical order

NAME	*Style / Title	MA		*Honours etc	
* Voluntary details	Forename(s)	NEVILLE DANIEL ALAN			
	Surname	WALKER			
	Previous forename(s)	-			
	Previous surname(s)	-			
†† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address	Address ††	21a COMMERCIAL ROAD			
	<input type="checkbox"/>				
	Post town	SWANAGE			
	County / Region	DORSET	Postcode	BH19 1DF	
	Country	UK			
	Date of birth	Day	Month	Year	Nationality
		12	09	1964	BRITISH
	Business occupation	PATENT ATTORNEY			
	Other directorships				
	I consent to act as director of the company named on page 1				
	Consent signature			Date	22 MAY 2008

This section must be signed by either an agent on behalf of all subscribers or the subscribers (i.e those who signed as members on the memorandum of association).	Signed		Date	22-05-08
	Signed		Date	22 MAY 2008
	Signed		Date	
	Signed		Date	
	Signed		Date	
	Signed		Date	